

17053125302042

Form **1024**  
(Rev. September 1998)  
Department of the Treasury  
Internal Revenue Service

# Application for Recognition of Exemption Under Section 501(a)

OMB No. 1545-0057

If exempt status is approved,  
this application will be open  
for public inspection.

Read the instructions for each Part carefully. **A User Fee must be attached to this application.**

If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to the organization.

**Complete the Procedural Checklist on page 6 of the instructions.**

## Part I. Identification of Applicant (Must be completed by all applicants; also complete appropriate schedule.)

Submit only the schedule that applies to your organization. Do not submit blank schedules.

Check the appropriate box below to indicate the section under which the organization is applying:

- a ☐ Section 501(c)(2)—Title holding corporations (Schedule A, page 7)
- b ☒ Section 501(c)(4)—Civic leagues, social welfare organizations (including certain war veterans' organizations), or local associations of employees (Schedule B, page 8)
- c ☐ Section 501(c)(5)—Labor, agricultural, or horticultural organizations (Schedule C, page 9)
- d ☐ Section 501(c)(6)—Business leagues, chambers of commerce, etc. (Schedule C, page 9)
- e ☐ Section 501(c)(7)—Social clubs (Schedule D, page 11)
- f ☐ Section 501(c)(8)—Fraternal beneficiary societies, etc., providing life, sick, accident, or other benefits to members (Schedule E, page 13)
- g ☐ Section 501(c)(9)—Voluntary employees' beneficiary associations (Parts I through IV and Schedule F, page 14)
- h ☐ Section 501(c)(10)—Domestic fraternal societies, orders, etc., not providing life, sick, accident, or other benefits (Schedule E, page 13)
- i ☐ Section 501(c)(12)—Benevolent life insurance associations, mutual ditch or irrigation companies, mutual or cooperative telephone companies, or like organizations (Schedule G, page 15)
- j ☐ Section 501(c)(13)—Cemeteries, crematoria, and like corporations (Schedule H, page 16)
- k ☐ Section 501(c)(15)—Mutual insurance companies or associations, other than life or marine (Schedule I, page 17)
- l ☐ Section 501(c)(17)—Trusts providing for the payment of supplemental unemployment compensation benefits (Parts I through IV and Schedule J, page 18)
- m ☐ Section 501(c)(19)—A post, organization, auxiliary unit, etc., of past or present members of the Armed Forces of the United States (Schedule K, page 19)
- n ☐ Section 501(c)(25)—Title holding corporations or trusts (Schedule A, page 7)

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CINCINNATI  
SERVICE CENTER

1a Full name of organization (as shown in organizing document) <b>AMERICA IS NOT STUPID, INC.</b>		2 Employer identification number (EIN) (if none, see Specific Instructions on page 2) <b>45 : 2442108</b>
1b c/o Name (if applicable) <b>EUGENE G PEEK III</b>		3 Name and telephone number of person to be contacted if additional information is needed  ( )
1c Address (number and street) <b>501 RIVERSIDE AVE</b>	Room/Suite <b>601</b>	
1d City, town or post office, state, and ZIP + 4 If you have a foreign address, see Specific Instructions for Part I, page 2. <b>JACKSONVILLE, FL 32202</b>		
1e Web site address <b>www.americaisnotstupid.com</b>	4 Month the annual accounting period ends <b>DECEMBER</b>	5 Date incorporated or formed <b>05/26/2011</b>

6 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? ☐ Yes ☒ No  
If "Yes," attach an explanation.

7 Has the organization filed Federal income tax returns or exempt organization information returns? ☐ Yes ☒ No  
If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.

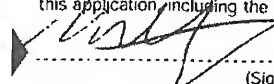
8 Check the box for the type of organization. ATTACH A CONFORMED COPY OF THE CORRESPONDING ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING.

- a ☒ Corporation— Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also attach a copy of the bylaws.
- b ☐ Trust— Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.
- c ☐ Association— Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence that the organization was formed by adoption of the document by more than one person. Also include a copy of the bylaws.

If this is a corporation or an unincorporated association that has not yet adopted bylaws, check here ☐

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization, and that I have examined this application including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

PLEASE  
SIGN  
HERE

  
(Signature)

Miguel Gutierrez President  
(Type or print name and title or authority of signer)

04-08-12  
(Date)

For Paperwork Reduction Act Notice, see page 5 of the instructions.

Cat. No. 12343K

17152012125001

**Part II. Activities and Operational Information (Must be completed by all applicants)**

- 1 Provide a detailed narrative description of all the activities of the organization—past, present, and planned. Do not merely refer to or repeat the language in the organizational document. List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

**AMERICA IS NOT STUPID, INC. IS A GRASSROOTS ADVOCACY ORGANIZATION WHICH SHARES A COMMITMENT TO INDIVIDUAL LIBERTY, LIMITED GOVERNMENT, FREE ENTERPRISE, AND SUPPORT FOR THE ENGINE THAT DRIVES OUR ECONOMY - SMALL BUSINESS. WE BELIEVE THAT THE ELECTORATE SHOULD BE FULLY INFORMED BEFORE THEY VOTE. OUR MISSION IS TO ASSIST IN CLARIFYING THE DEBATE OVER DIFFERENT VIEWS FOR OUR POLITICAL AND ECONOMIC FUTURE, TO EDUCATE VOTERS ON HOW CONTRASTING VISIONS WILL SHAPE OUR FUTURE, AND TO GIVE CITIZENS THE PROPER INFORMATION TO HELP THEM HOLD LAWMAKERS AND OFFICE-SEEKERS ACCOUNTABLE.**

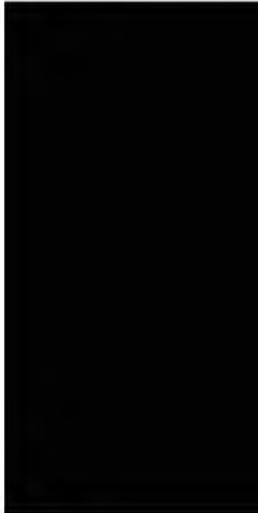
**OUR ACTIVITIES TO EDUCATE THE PUBLIC WILL OCCUR ON AN ON-GOING BASIS AND WILL INCLUDE A WEBSITE WHERE THE GENERAL PUBLIC CAN OBTAIN INFORMATION ABOUT PERTINENT BILLS AND LEGISLATION AT STATE AND NATIONAL LEVELS AND ABOUT ISSUES THAT AFFECT THE GENERAL WELFARE OF OUR CITIZENS.**

**ACTIVITIES TO EDUCATE THE ELECTORATE WILL INCLUDE ISSUE FOCUSED RADIO AND TELEVISION ADVERTISING, NEWSPAPER ADVERTISING, AND THE USE OF SOCIAL MEDIA LIKE FACEBOOK AND TWITTER. IN ADDITION, WE WILL WORK WITH ELECTED OFFICIALS AND EXISTING COMMUNITY COALITIONS TO SUPPORT PRO-BUSINESS ISSUES AND TO RECRUIT GRASSROOTS ACTIVISTS WHO ADVOCATE FOR A PRO-BUSINESS AGENDA.**

- 2 List the organization's present and future sources of financial support, beginning with the largest source first.
- CONTRIBUTIONS**

**Part II. Activities and Operational Information (continued)**

3 Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.	b Annual compensation
<p>M. A. GUTIERREZ - PRESIDENT, SECRETARY/TREASURER</p> <p>R. A. JONES</p> <p>R. B. JONES</p> <p>K. A. PEREZ</p> <p>ADDRESS FOR ALL OF ABOVE: 501 RIVERSIDE AVENUE, SUITE 601</p> <p>JACKSONVILLE, FL 32202-4937</p>	

4 If the organization is the outgrowth or continuation of any form of predecessor, state the name of each predecessor, the period during which it was in existence, and the reasons for its termination. Submit copies of all papers by which any transfer of assets was effected.

N/A

5 If the applicant organization is now, or plans to be, connected in any way with any other organization, describe the other organization and explain the relationship (e.g., financial support on a continuing basis; shared facilities or employees; same officers, directors, or trustees).

N/A

6 If the organization has capital stock issued and outstanding, state: (1) class or classes of the stock; (2) number and par value of the shares; (3) consideration for which they were issued; and (4) if any dividends have been paid or whether your organization's creating instrument authorizes dividend payments on any class of capital stock.

N/A

7 State the qualifications necessary for membership in the organization: the classes of membership (with the number of members in each class); and the voting rights and privileges received. If any group or class of persons is required to join, describe the requirement and explain the relationship between those members and members who join voluntarily. Submit copies of any membership solicitation material. Attach sample copies of all types of membership certificates issued.

THE CORPORATION HAS NO MEMBERS.

8 Explain how your organization's assets will be distributed on dissolution.

UPON DISSOLUTION OF THE CORPORATION, THE ASSETS OF THE CORPORATION SHALL BE DISTRIBUTED TO ANOTHER ORGANIZATION OPERATED EXCLUSIVELY FOR CHARITABLE PURPOSES OR FOR SOCIAL WELFARE PURPOSES AS DESCRIBED IN SECTION 501 (C)(4).

**Part II. Activities and Operational Information (continued)**

- 9 Has the organization made or does it plan to make any distribution of its property or surplus funds to shareholders or members? . . . . . ☐ Yes ☒ No  
If "Yes," state the full details, including: (1) amounts or value; (2) source of funds or property distributed or to be distributed; and (3) basis of, and authority for, distribution or planned distribution.
- 10 Does, or will, any part of your organization's receipts represent payments for services performed or to be performed? . ☐ Yes ☒ No  
If "Yes," state in detail the amount received and the character of the services performed or to be performed.
- 11 Has the organization made, or does it plan to make, any payments to members or shareholders for services performed or to be performed? . . . . . ☐ Yes ☒ No  
If "Yes," state in detail the amount paid, the character of the services, and to whom the payments have been, or will be, made.
- 12 Does the organization have any arrangement to provide insurance for members, their dependents, or others (including provisions for the payment of sick or death benefits, pensions, or annuities)? . . . . . ☐ Yes ☒ No  
If "Yes," describe and explain the arrangement's eligibility rules and attach a sample copy of each plan document and each type of policy issued.
- 13 Is the organization under the supervisory jurisdiction of any public regulatory body, such as a social welfare agency, etc.? . . . . . ☐ Yes ☒ No  
If "Yes," submit copies of all administrative opinions or court decisions regarding this supervision, as well as copies of applications or requests for the opinions or decisions.
- 14 Does the organization now lease or does it plan to lease any property? . . . . . ☐ Yes ☒ No  
If "Yes," explain in detail. Include the amount of rent, a description of the property, and any relationship between the applicant organization and the other party. Also, attach a copy of any rental or lease agreement. (If the organization is a party, as a lessor, to multiple leases of rental real property under similar lease agreements, please attach a single representative copy of the leases.)
- 15 Has the organization spent or does it plan to spend any money attempting to influence the selection, nomination, election, or appointment of any person to any Federal, state, or local public office or to an office in a political organization? . . ☐ Yes ☒ No  
If "Yes," explain in detail and list the amounts spent or to be spent in each case.
- 16 Does the organization publish pamphlets, brochures, newsletters, journals, or similar printed material? . . . . . ☐ Yes ☒ No  
If "Yes," attach a recent copy of each.



**Part III. Financial Data** (Must be completed by all applicants)

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

**A. Statement of Revenue and Expenses**

Revenue	(a) Current Tax Year	3 Prior Tax Years or Proposed Budget for Next 2 Years			(d) Total
	From To 05/11 12/11	(b) 2012	(c) 2013	(e)	
1 Gross dues and assessments of members . . . . .					
2 Gross contributions, gifts, etc. . . . .					
3 Gross amounts derived from activities related to the organization's exempt purpose (attach schedule) (Include related cost of sales on line 9.)					
4 Gross amounts from unrelated business activities (attach schedule)					
5 Gain from sale of assets, excluding inventory items (attach schedule) . . . . .					
6 Investment income (see page 3 of the instructions)					
7 Other revenue (attach schedule). . . . .					
8 Total revenue (add lines 1 through 7) . . . . .					
<b>Expenses</b>					
9 Expenses attributable to activities related to the organization's exempt purposes. . . . .					
10 Expenses attributable to unrelated business activities					
11 Contributions, gifts, grants, and similar amounts paid (attach schedule). . . . .					
12 Disbursements to or for the benefit of members (attach schedule)					
13 Compensation of officers, directors, and trustees (attach schedule)					
14 Other salaries and wages. . . . .					
15 Interest . . . . .					
16 Occupancy . . . . .					
17 Depreciation and depletion . . . . .					
18 Other expenses (attach schedule) . . . . .					
19 Total expenses (add lines 9 through 18) . . . . .					
20 Excess of revenue over expenses (line 8 minus line 19) . . . . .					

**B. Balance Sheet (at the end of the period shown)**

		Current Tax Year as of 12/31/11
<b>Assets</b>		
1	Cash. . . . .	1
2	Accounts receivable, net. . . . .	2
3	Inventories . . . . .	3
4	Bonds and notes receivable (attach schedule) . . . . .	4
5	Corporate stocks (attach schedule). . . . .	5
6	Mortgage loans (attach schedule) . . . . .	6
7	Other investments (attach schedule) . . . . .	7
8	Depreciable and depletable assets (attach schedule) . . . . .	8
9	Land. . . . .	9
10	Other assets (attach schedule) . . . . .	10
11	Total assets . . . . .	11
<b>Liabilities</b>		
12	Accounts payable . . . . .	12
13	Contributions, gifts, grants, etc., payable . . . . .	13
14	Mortgages and notes payable (attach schedule) . . . . .	14
15	Other liabilities (attach schedule) . . . . .	15
16	Total liabilities. . . . .	16
<b>Fund Balances or Net Assets</b>		
17	Total fund balances or net assets . . . . .	17
18	Total liabilities and fund balances or net assets (add line 16 and line 17) . . . . .	18

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation. ☐

**Schedule B Organizations Described in Section 501(c)(4) (Civic leagues, social welfare organizations (including posts, councils, etc., of veterans' organizations not qualifying or applying for exemption under section 501(c)(19)) or local associations of employees.)**

- 1 Has the Internal Revenue Service previously issued a ruling or determination letter recognizing the applicant organization (or any predecessor organization listed in question 4, Part II of the application) to be exempt under section 501(c)(3) and later revoked that recognition of exemption on the basis that the applicant organization (or its predecessor) was carrying on propaganda or otherwise attempting to influence legislation or on the basis that it engaged in political activity? . . . ☐ Yes ☒ No

If "Yes," indicate the earliest tax year for which recognition of exemption under section 501(c)(3) was revoked and the IRS district office that issued the revocation.

- 2 Does the organization perform or plan to perform (for members, shareholders, or others) services, such as maintaining the common areas of a condominium; buying food or other items on a cooperative basis; or providing recreational facilities or transportation services, job placement, or other similar undertakings? . . . ☐ Yes ☒ No

If "Yes," explain the activities in detail, including income realized and expenses incurred. Also, explain in detail the nature of the benefits to the general public from these activities. (If the answer to this question is explained in Part II of the application (pages 2, 3, and 4), enter the page and item number here.)

- 3 If the organization is claiming exemption as a homeowners' association, is access to any property or facilities it owns or maintains restricted in any way? . . . ☐ Yes ☒ No

If "Yes," explain.

N/A

- 4 If the organization is claiming exemption as a local association of employees, state the name and address of each employer whose employees are eligible for membership in the association. If employees of more than one plant or office of the same employer are eligible for membership, give the address of each plant or office.

N/A

**User Fee for Exempt Organization  
Determination Letter Request**

▶ Attach this form to determination letter application.  
(Form 8718 is NOT a determination letter application.)

For IRS Use Only	OMB No. 1545-1798
	Control number
	Amount paid <b>\$500</b>
	User fee screener

1 Name of organization

**AMERICA IS NOT STUPID, INC.**

2 Employer Identification Number

**45**

**2442108**

Caution. Do not attach Form 8718 to an application for a pension plan determination letter. Use Form 8717 instead.

**3 Type of request**

a ☐ Initial request for a determination letter for:

- An exempt organization that has had annual gross receipts averaging not more than \$10,000 during the preceding 4 years or
- A new organization that anticipates gross receipts averaging not more than \$10,000 during its first 4 years ▶ **\$400**

Note. If you checked box 3a, you must complete the *Certification* below.

**Certification**

I certify that the annual gross receipts of

name of organization

have averaged (or are expected to average) not more than \$10,000 during the preceding 4 (or the first 4) years of operation.

Signature ▶

Title ▶ **President**

b ☒ Initial request for a determination letter for:

- An exempt organization that has had annual gross receipts averaging more than \$10,000 during the preceding 4 years or
- A new organization that anticipates gross receipts averaging more than \$10,000 during its first 4 years ▶ **\$850**

c ☐ Group exemption letters

▶ **\$3,000**

**Instructions**

The law requires payment of a user fee with each application for a determination letter. The user fees are listed on line 3 above. For more information, see Rev. Proc. 2009-8; 2009-1 I.R.B. 229, or latest annual update.

Check the box or boxes on line 3 for the type of application you are submitting. If you check box 3a, you must complete and sign the certification statement that appears under line 3a.

Attach to Form 8718 a check or money order payable to the "United States Treasury" for the full amount of the user fee. If you do not include the full amount, your application will be returned. Attach Form 8718 to your determination letter application.

Generally, the user fee will be refunded only if the Internal Revenue Service declines to issue a determination.

**Where To File**

Send the determination letter application and Form 8718 to:

Internal Revenue Service  
P.O. Box 12192  
Covington, KY 41012-0192

**Who Should File**

Organizations applying for federal income tax exemption, other than Form 1023 filers. Organizations submitting Form 1023 should refer to the instructions in that application package.

**Paperwork Reduction Act Notice.** We ask for the information on this form to carry out the Internal Revenue laws of the United States. If you want your organization to be recognized as tax-exempt by the IRS, you are required to give us this information. We need it to determine whether the organization meets the legal requirements for tax-exempt status.

You are not required to provide the information requested on a form that is subject to the Paperwork Reduction Act unless the form displays a valid OMB control number. Books or records relating

to a form or its instructions must be retained as long as their contents may become material in the administration of any Internal Revenue law. The rules governing the confidentiality of Form 8718 are covered in section 6104.

The time needed to complete and file this form will vary depending on individual circumstances. The estimated average time is 5 minutes. If you have comments concerning the accuracy of this time estimate or suggestions for making this form simpler, we would be happy to hear from you. You can write to the Internal Revenue Service, Tax Products Coordinating Committee, SE:W:CAR:MP:T:T:SP, 1111 Constitution Ave. NW, IR-6526, Washington, DC 20224. Do not send this form to this address. Instead, see *Where To File* above.



TB

N11000005211

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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FILED

2011 MAY 26 AM 11:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Steven MAY 27 2011



**ARTICLES OF INCORPORATION  
OF  
AMERICA IS NOT STUPID, INC.**

**FILED**  
**2011 MAY 26 AM 11:11**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming a corporation not for profit under the Florida Not For Profit Corporation Act – Florida Statute Chapter 617, herewith adopts the following Articles of Incorporation:

**ARTICLE I  
Name**

The name of this corporation shall be AMERICA IS NOT STUPID, INC.

**ARTICLE II  
Principal Place of Business and Address**

The initial principal place of business and mailing address of this corporation shall be 501 Riverside Avenue, Suite 601, Jacksonville, Florida 32202.

**ARTICLE III  
Duration**

This corporation shall exist perpetually unless otherwise terminated and/or dissolved pursuant to applicable Federal and State law. Corporate existence shall commence as set forth in Article VIII [Effective Date] herein.

**ARTICLE IV  
Purpose**

This corporation is organized for the purpose of operating exclusively an organization for the promotion of social welfare under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, and to undertake any and/or all lawful activities under applicable Federal and State law to further the said purpose.

**ARTICLE V**  
**Board of Directors**

The manner in which the directors of this corporation are to be appointed or elected shall be established by the Bylaws of this corporation which shall provide therein the method for appointment or election of directors; notwithstanding the foregoing, this corporation shall always have a minimum of three (3) directors.

**ARTICLE VI**  
**Registered Office and Registered Agent**

The street address and mailing address of this corporation's initial registered office and the name of its initial registered agent at that address shall be:

Eugene G. Peek III  
501 Riverside Avenue, Suite 601  
Jacksonville, Florida 32202

**ARTICLE VII**  
**Incorporator**

The name and address of this corporation's incorporator shall be:

Eugene G. Peek III, Esquire  
501 Riverside Avenue, Suite 601  
Jacksonville, Florida 32202

**ARTICLE VIII**  
**Effective Date**

These Articles of Incorporation shall be come effective to establish this corporation upon the acceptance and filing thereof with the Florida Department of State.

This corporation's incorporator submits these Articles of Incorporation to the Florida Department of State this 25<sup>th</sup> day of May, 2011 and affirms that the facts stated herein are true. This corporation's incorporator is aware that false information submitted in these Articles of Incorporation to the Florida Department of State constitutes a third degree felony as provided in Florida Statutes Section 817.155.

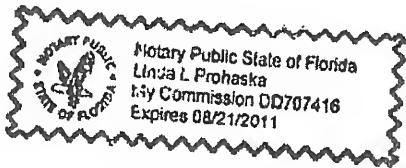
  
\_\_\_\_\_  
EUGENE G. PEEK III

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of May, 2011, by Eugene G. Peek III, who is personally known to me and who did not take an oath.

*Linda L. Prohaska*

Print: LINDA L. PROHASKA  
Notary Public, State and County Aforesaid  
Commission No. \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation and this Certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

*Eugene G. Peek III*

Eugene G. Peek III

Dated: May 25, 2011

**FILED**  
2011 MAY 26 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**BYLAWS OF  
AMERICA IS NOT STUPID, INC.**

(A Nonprofit Corporation)

**ARTICLE 1  
Name and Purpose**

**Section 1.1 Name.** The name of the corporation is America Is Not Stupid, Inc.

**Section 1.2 Purposes.** The purposes for which the corporation is formed are as set forth in the Articles of Incorporation.

**ARTICLE 2  
Offices and Registered Agent**

**Section 2.1 Offices.** The address of the initial office of the corporation and the registered office of the corporation in the state of Florida are set forth in the Articles of Incorporation. The Board of Directors may, from time to time, establish additional offices for the corporation within the state of Florida and may designate a different address as its registered office; provided, however, that any such designation of a different registered office shall become effective only upon the filing of a statement of such change with the Secretary of State of the State of Florida as is required by law.

**Section 2.2 Registered Agent.** The name and address of the initial registered agent of the corporation is set forth in the Articles of Incorporation. The Board of Directors may, from time to time, designate a different person as its registered agent; provided, however, that such designation shall become effective only upon the filing of a statement of such change with the Secretary of State of the State of Florida as is required by law.

**ARTICLE 3  
Membership and Meetings of Members**

**Section 3.1 Membership.** The corporation shall have no members.



## ARTICLE 4 Board of Directors

**Section 4.1 Number and Qualification.** The Board of Directors shall initially have three (3) Directors; however, the Board of Directors can increase or decrease (never less than three (3) Directors at any time) the number of Directors from time to time by its majority vote. The initial Board of Directors shall be those named in the Minutes of the Organizational Meeting of the Incorporator and their terms shall continue until midnight the day on which is held the Annual Meeting of the Board of Directors at which their successors are to be elected. At such meeting, new Directors shall be elected by majority vote of those Directors then serving in office from among the candidates nominated by those Directors voting thereon to serve as Directors until the next Annual Meeting of the Board of Directors. Vacancies in the Board of Directors shall be filled, until the next Annual Meeting, by a majority of the Directors remaining in office.

**Section 4.2 Chairman.** The President shall serve as Chairman of the Board of Directors.

**Section 4.3 Annual Meetings of Directors.** Annual Meetings of the Board of Directors shall be held each year within ninety (90) days after conclusion of the Corporation's fiscal year on December 31.

**Section 4.4 Special Meetings of Directors.** Special Meetings of the Board of Directors may be held at any time and may be called by the Chairman of the Board. In the event a majority of the members of the Board of Directors request a Special Meeting, the Chairman of the Board shall call such a Special Meeting.

**Section 4.5 Notice.** Notice of all meetings of the Board of Directors shall be delivered by the Secretary of the corporation to each Director at least ten (10) days prior to the date of the meeting. The Secretary shall provide evidence of such delivery of notice. Notice of any meeting may be waived in writing by any Director before, during or within ten (10) days after the meeting.

**Section 4.6 Quorum.** A majority of Directors in attendance at a meeting shall constitute a quorum, provided notice of the meeting has been duly given to all Directors as provided in Section 4.5, or such notice is duly waived by a majority of the Directors. The act of a majority of the Directors present at a meeting shall be the act of the Board of

Directors, unless the act of a greater number shall be required specifically by the Articles of Incorporation or the Bylaws.

**Section 4.7 Informal Action.** Any action required by law to be taken at a meeting of the members of the Board of Directors, or any action which may be taken at such a meeting, may be taken without a meeting if a consent in writing setting forth the action shall be signed by all Directors.

**Section 4.8 Proxies.** A Director may consent in writing to action taken at a meeting, but proxies given by a Director to allow another Director to vote in his stead shall not be recognized as a proxy.

**Section 4.9 Special Committees.** Special committees may be created from time to time by the Board of Directors. Each such committee shall consist of members of the Board of Directors and shall be appointed by the Chairman of the Board of Directors unless the Board of Directors shall specifically provide otherwise in the resolutions establishing such committee. Members of any special committee shall serve or be removed at the pleasure of the Board of Directors. The act of a majority of the members of a committee present at any meeting shall constitute the act of the committee.

**Section 4.10 Removal.** Any Director may be removed, with or without cause, by the vote of two-thirds of the members of the Board of Directors at a special meeting called for that purpose. At any such meeting, any vacancy caused by the removal may be filled by vote of the then remaining members of the Board of Directors.

**Section 4.11 Liability.** The Board of Directors shall not be personally liable for this corporation's debts, liabilities or other obligations.

## **ARTICLE 5**

### **Officers**

**Section 5.1 Number.** The Officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, and such other Officers as may be designated by the Board of Directors.

**Section 5.2 Election.** Officers shall be elected annually by the Board of Directors at its Annual Meeting and shall serve until their successors are chosen and qualify. Officers may be removed by the Board of Directors at any time without cause.

**Section 5.3 President.** The President shall be the Chief Executive Officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. He shall be a member of the Board of Directors -- he shall preside at meetings of the Board of Directors. In general, the President shall perform all duties usually incident to the office of the Chief Executive Officer of a corporation, and such other duties as may be prescribed by the Board of Directors.

**Section 5.4 Vice President.** The Vice President, if a Vice President is in office, shall, in the absence or disability of the President, perform the duties and the powers of the President. He shall also perform whatever duties and have whatever powers the Board of Directors may from time to time assign him.

**Section 5.5 Secretary.** The Secretary shall be custodian of the seal of the corporation and shall affix the seal to all papers or instruments requiring it; shall keep the minutes, record all proceedings, and conduct the official correspondence of the corporation; shall be responsible for the official records of the corporation; and shall render such other services as the Board of Directors may determine.

**Section 5.6 Treasurer.** The Treasurer shall perform all of the duties usually incident to the office of Treasurer of a corporation and such other duties as may be assigned to him by the President or the Board of Directors, including the recording of all receipts and disbursements and reporting to the Board of Directors on the financial condition of the corporation, the formulating of an annual budget for approval by the Board of Directors, and the maintaining of corporate funds and financial records.

**Section 5.7 Assistants.** Assistant Treasurers and Assistant Secretaries may be appointed by the Board of Directors, from time to time, and may be authorized to perform such duties as may be assigned to them by the Board of Directors, the President, the Treasurer, or the Secretary.

## ARTICLE 6 Committees

**Section 6.1 Committees.** By majority vote of the Directors in office, the Board of Directors may, by resolution duly adopted, establish one (1) or more committees, each of which shall consist of two (2) or more Directors, which committees, to the extent provided by such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; provided, however, that the designation of such committees and delegations of authority thereto shall not operate to relieve the

Board of Directors, or any Director individually, of any responsibility imposed on it, him or her by these Bylaws, or by law.

**Section 6.2 Finance Committee.** The matter of controlling, managing, investing and disposing of the property of this corporation for the purpose of earning an income therefrom, as distinguished from the matter of applying property and funds to charitable purposes, shall be exclusively vested in a finance committee which shall consist of two (2) or more Directors who shall be elected by majority vote of the Board of Directors.

**Section 6.3 Term.** Each member of a committee shall continue in that capacity until the next Annual Meeting of the Board of Directors of the corporation or until his successor is appointed, unless such committee shall be sooner abolished, or unless such member is removed or ceases to qualify as a member thereof.

**Section 6.4 Chairman.** One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members of the committee.

**Section 6.5 Vacancy.** Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member so elected shall be elected for the unexpired term of his predecessor.

## ARTICLE 7

### Exculpation of Directors

**Section 7.1 Personal Actions.** No Director or Officer shall be liable to anyone for any acts on behalf of the corporation or any omissions with respect to the corporation committed by him or her except for his or her own willful and gross act of omission or fault.

**Section 7.2 Actions by Others.** No Director or Officer shall be liable to anyone for willful and gross acts of omission or fault on the part of any one (1) or more of the other Directors or Officers in the absence of specific knowledge on the part of such Director or Officer of such willful and gross omission or fault.



**ARTICLE 8**  
**Amendments**

**Section 8.1** Articles of Incorporation. The Articles of Incorporation may, under the provisions thereof, be amended by a vote of two thirds of the Board of Directors of the corporation at an Annual Meeting or Special Meeting called for that purpose.

**Section 8.2** Bylaws. The Bylaws of the corporation may be altered, amended or revoked, or new Bylaws adopted, by a majority vote of the Board of Directors at an Annual Meeting or Special Meeting called for that purpose, provided at least ten (10) days written notice is given to each Director of any proposal to alter, amend or repeal, or to adopt new or additional bylaws at such meeting.

**ARTICLE 9**  
**Fiscal Year**


**Section 9.1** Unless otherwise designated by the Board of Directors, the fiscal year of the corporation shall consist of a period not to exceed twelve (12) months ending on December 31 of each year.

**ARTICLE 10**  
**Corporate Seal**

This corporation shall have a seal, hereby adopted, circular in form with the name of the corporation and the words "A Nonprofit Corporation" inscribed upon its face.

**CERTIFICATE OF ADOPTION**

I hereby certify that the foregoing Bylaws were adopted by the Incorporator of America Is Not Stupid, Inc. on December 1, 2011.

  
\_\_\_\_\_  
Eugene G. Peek III  
Incorporator

**MINUTES OF THE  
ORGANIZATIONAL MEETING OF THE INCORPORATOR  
OF  
AMERICA IS NOT STUPID, INC.**

The Organizational Meeting of the Incorporator of America Is Not Stupid, Inc. ("Corporation") was held at 501 Riverside Avenue, Suite 601, Jacksonville, Florida 32202 on December 1, 2011 at 1:00 pm.

The Incorporator became Chairman of the meeting and Donna M. Kuhn was chosen as Secretary for the purpose of keeping minutes of the meeting.

The Incorporator adopted the following resolutions at the Organizational Meeting for the purpose of completing the organization of the Corporation by appointing and electing Directors and Officers, adopting Bylaws, and carrying on such other business brought before the meeting:

RESOLVED, that the certified copy of the Certificate of Incorporation and Articles of Incorporation of this Corporation issued by the Florida Department of State shall be inserted in the Minute Book of the corporation.

FURTHER RESOLVED, that the form of Bylaws submitted to this meeting is adopted as the Bylaws of this Corporation and that a copy thereof shall be inserted in the Minute Book of the Corporation.

FURTHER RESOLVED, that the seal impressed upon the margin hereby is adopted as the official seal of the Corporation.

FURTHER RESOLVED, that the following Directors are appointed to serve as the Board of Directors of the Corporation until further notice:

R. A. Jones

R. B. Jones

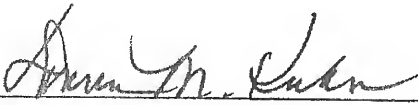
K. A. Perez

FURTHER RESOLVED, that the following Officers are elected to serve in the offices indicated opposite their respective names until further notice:


President	Jay A. Handline
Vice President/	Miguel A. Gutierrez
Secretary/Treasurer	

FURTHER RESOLVED, that the Officers of the Corporation shall establish a financial and banking relationship for the Corporation with Bank of America and take such necessary and requisite action to effectuate same.

There being no further business, the meeting of the Corporation was adjourned.

  
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Donna M. Kuhn, Secretary

Approved:

  
\_\_\_\_\_  
Eugene G. Peek III, Incorporator